

WEIL, GOTSHAL & MANGES LLP
Stephen Karotkin (*pro hac vice*)
(stephen.karotkin@weil.com)
Jessica Liou (*pro hac vice*)
(jessica.liou@weil.com)
Matthew Goren (*pro hac vice*)
(matthew.goren@weil.com)
767 Fifth Avenue
New York, NY 10153-0119
Tel: 212 310 8000
Fax: 212 310 8007

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Peter J. Benvenutti (#60566)
(pbenvenutti@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: 415 496 6723
Fax: 650 636 9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☐ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF MARK J. SWEENEY
IN SUPPORT OF VALERO'S MOTION
TO FILE REDACTED DOCUMENT AND
TO FILE DOCUMENTS UNDER SEAL**

[Related to Dkt No. 1862]

1 I, Mark J. Sweeney, hereby declare as follows:

2 1. I am an attorney, licensed to practice in the State of California and admitted to practice
3 before this Court. I am an employee of Pacific Gas and Electric Company (the “**Utility**”). I am
4 authorized to submit this declaration in support of Valero Refining Company-California’s
5 (“**Valero’s**”) Motion To File Redacted Document And To File Documents Under Seal; Declaration
6 of Richard A. Lapping (the “**Lapping Decl.**”) (Dkt. No. 1862) (the “**Sealing Motion**”) on behalf of
7 the Utility in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”). I have personal
8 knowledge of the facts stated herein and, if called upon, I could and would competently testify
9 thereto.

10 2. On February 5, 2019, Valero filed a Motion for Relief from Stay (Dkt. No. 315) (the
11 “**Stay Motion**”) along with the Declaration of John Cox (the “**Cox Declaration**”) (Dkt. No. 315-1)
12 in support of the Stay Motion to allow the completion of pretrial proceedings, trial, post-trial
13 motions and any appellate proceedings in or in connection with VALERO REFINING COMPANY-
14 CALIFORNIA, a Delaware corporation v. PACIFIC GAS & ELECTRIC COMPANY, a California
15 corporation, pending as Case No. 2:17-cv-01350-TLN-EFB in United States District Court for the
16 Eastern District of California before the Honorable Troy L. Nunley, United States District Judge
17 (the “**District Court Action**”).

18 3. PG&E produced to Valero in discovery in the District Court Action copies of two
19 insurance policies (“**Policies**”) of PG&E, which were designated as “CONFIDENTIAL—
20 SUBJECT TO PROTECTIVE ORDER” under a protective order in the District Court Action.

21 4. On April 29, 2019, the Court approved Valero and the Utility’s Stipulation for Order
22 Approving Stipulated Protective Order and Authorizing Filing Under Seal (Valero Motion for Relief
23 from Automatic Stay) (Dkt. No. 1752) (the “**Protective Order**”). That Protective Order provided
24 that the protective order entered in the District Court Action would apply to the proceedings for the
25 Stay Motion.

26 5. On May 6, 2019, Valero filed its Sealing Motion, and filed conditionally under seal
27 the following documents, pursuant to Bankruptcy Code § 107(b), 11 U.S.C., Federal Rule of
28

1 Bankruptcy Procedure 9018, the Court's *New District Wide Procedures for Electronically Filing*
2 *Sealed and Redacted Documents*, and District Court Civil Local Rule 79-5, made applicable by
3 Bankruptcy Local Rule 1001-2(a):

4 a. Exhibit 2 to the Lapping Decl., which is a copy of the unredacted version of
5 Valero's Motion for Relief from Stay, highlighted to indicate proposed redactions.
6 Exhibit 2 is not filed in the public record of this case.

7 b. Exhibits 3 and 4 to the Lapping Decl., which are true and correct copies of the
8 Policies. Exhibits 3 and 4 are not filed in the public record of this case.

9 6. Pursuant to Civil Local Rule 79-5, made applicable by Bankruptcy Local Rule 1001-
10 2(a), I make this declaration on behalf of the Debtors to establish that all designated material is
11 sealable. Specifically, the Debtors request that Exhibits 2, 3, and 4 of the Lapping Decl. documents
12 be maintained under seal.

13 7. The Policies, which are attached as Exhibits 3 & 4 to the Lapping Decl., consist of and
14 identify confidential, nonpublic, proprietary and highly sensitive business information, namely the
15 details of the insurance coverage for certain claims against PG&E. The documents contain
16 confidential information concerning the Debtors' internal practices, business practices, competitive
17 position, and financial state. This is sensitive information and public disclosure of this information
18 presents a risk of undermining the Debtors' litigation position and business relationships, would cause
19 it harm with respect to its customers, would put the Debtors at a competitive disadvantage, and would
20 needlessly impede the Debtors' efforts towards a successful reorganization.

21 8. Similarly, the proposed redactions in Exhibit 2 cite to and reference the details of the
22 Policies, which as described above consist of and identify confidential, nonpublic, proprietary and
23 highly sensitive business information.

24 9. The Debtors have taken reasonable steps to preserve the confidentiality of information
25 of the type contained, identified, or cited to in the exhibits sought to be sealed, including but not limited
26 to designating the exhibits as "CONFIDENTIAL—SUBJECT TO PROTECTIVE ORDER" when
27 produced in discovery in the District Court Action.

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I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 10, 2019

By: /s/ Mark J. Sweeney

MARK J. SWEENEY